

Ashley M. McDow (245114)
John A. Simon (admitted Pro Hac Vice)
Shane J. Moses (250533)
FOLEY & LARDNER LLP
555 S. Flower St., 33rd Floor
Los Angeles, CA 90071
Telephone: 213.972.4500
Email: amcdow@foley.com
jsimon@foley.com
smoses@foley.com

Attorneys for Debtors and Debtors in
Possession, SCOOBEEZ, SCOOBEEZ GLOBAL,
INC., and SCOOBUR, LLC

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re:

SCOOBEEZ, et al.¹

Debtors and Debtors in Possession.

Case No. 2:19-bk-14989-WB
Jointly Administered:
2:19-bk-14991-WB; 2:19-bk-14997-WB

Chapter 11

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Scoobeez (6339); Scoobeez Global, Inc. (9779); and Scoobur, LLC (0343). The Debtors' address is 3463 Foothill Boulevard, Glendale, California 91214.

Affects:

- ☒ All Debtors
- ☐ Scoobeez, ONLY
- ☐ Scoobeez Global, Inc., ONLY
- ☐ Scoobur LLC, ONLY

PROOF OF SERVICE OF:

- 1. ORDER (I) APPROVING BIDDING PROCEDURES FOR SALE OF ASSETS; (II) APPROVING THE EXPENSE REIMBURSEMENT; (III) APPROVING THE PROCESS FOR NOTIFYING NON-DEBTOR CONTRACT COUNTERPARTIES OF ASSUMPTION AND ASSIGNMENT OF CONTRACTS; AND (IV) GRANTING RELATED RELIEF;**
- 2. BID PROCEDURES; AND**
- 3. NOTICE OF AUCTION AND SALE HEARING**
- 4. NOTICE OF MOTION FOR ENTRY OF ORDER (I) AUTHORIZING THE SALE OF SUBSTANTIALLY ALL OF THE ASSETS OF DEBTOR OUTSIDE THE ORDINARY COURSE OF BUSINESS, FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCE AND INTERESTS, SUBJECT TO HIGHER AND BETTER BIDS; (II) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES IN CONNECTION WITH SUCH SALE; AND (III) GRANTING RELATED RELIEF**

Hearing

Date: Thursday, October 17, 2019
Time: 10:00 a.m.
Location: Courtroom 1375
U.S. Bankruptcy Court,
255 East Temple St.
Los Angeles, CA 90012

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
Omni Agent Solutions, 5955 DeSoto Avenue, Suite #100, Woodland Hills, CA 91367.

A true and correct copy of the documents entitled (*specify*):

1. ORDER (I) APPROVING BIDDING PROCEDURES FOR SALE OF ASSETS; (II) APPROVING THE EXPENSE REIMBURSEMENT; (III) APPROVING THE PROCESS FOR NOTIFYING NON-DEBTOR CONTRACT COUNTERPARTIES OF ASSUMPTION AND ASSIGNMENT OF CONTRACTS; AND (IV) GRANTING RELATED RELIEF;
2. BID PROCEDURES; and
3. NOTICE OF AUCTION AND SALE HEARING
4. NOTICE OF MOTION FOR ENTRY OF ORDER (I) AUTHORIZING THE SALE OF SUBSTANTIALLY ALL OF THE ASSETS OF DEBTOR OUTSIDE THE ORDINARY COURSE OF BUSINESS, FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES AND INTERESTS, SUBJECT TO HIGHER AND BETTER BIDS; (II) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES IN CONNECTION WITH SUCH SALE; AND (III) GRANTING RELATED RELIEF

will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)**: Pursuant to controlling General Orders and LBR, the foregoing documents 3. and 4. will be served by the court via NEF and hyperlink to the document. On (date) _____, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☐ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (date) 9/20/2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) 9/20/2019, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

10/15/2019

Scott M. Ewing

Date

Printed Name

Signature

2. SERVED BY UNITED STATES MAIL:

Scoobeez
3463 Foothill Blvd.
Glendale, CA 91214

Accurate Background
7515 Irvine Center Drive
Irvine, CA 92618

ADT Security Services
PO Box 371878
Pittsburgh, PA 15250-7878

AE Works Enterprises, Inc.
PO Box 4016
Chatsworth, CA 91313

Alissa Guler
c/o Albert G. Stoll, Jr.
55 Francisco Street, Suite 403
San Francisco, CA 94133

Amazon
1516 Second Avenue
Seattle, WA 98101

Amazon Web Services Inc.
440 Terry Ave N
Seattle, WA 98109

App Group International, LLC
85 Broad Street, 17th Floor
New York, NY 10004

Arturo Vega and Unta Key
c/o Eric K. Yaeckel
Sullivan Law Group, APC
2330 Third Avenue
San Diego, CA 92101

Asana
1550 Bryant Street, Suite 800
San Francisco, CA 94103

AT&T Corp.
c/o CT Corporation
818 Seventh Street, Suite 930
Los Angeles, CA 90017

Athens Services
14048 E. Valley Blvd.
La Puente, CA 91746

Avitus, Inc.
c/o David M. Wagner, Esq.
Crowley Fleck, PLLP
P.O. Box 10969
Bozeman, MT 59719

Azad Baban
c/o Justin Silverman, Esq.
Reisner & King LLP
14724 Ventura Blvd., Suite 1210
Sherman Oaks, CA 91403

B-One Construction
c/o R. Sterling Henderson, Esq.
Gibbs Giden LLP
1880 Century Park East 12th Floor
Los Angeles, CA 90067-1621

Bernardo Parra
c/o Mancini Law Group, P.C.
7170 W. Grand Avenue
Elmwood Park, IL 60707

BMW Financial Services NA, LLC
Bankruptcy Servicer
AIS Portfolio Servcies, LP
4515 N. Santa Fe Ave., Dept. APS
Oklahoma City, OK 73118

Booster Fuels
11 N. Ellsworth Avenue
San Mateo, CA 94403

California Franchise Tax Board
Franchise Tax Board Bankr. Section
PO Box 2952, MS:A-340
Sacramento, CA 95812-2952

Citation Department
Attn: Leslie Yang
14002 East 21st St, #1500
Tulsa, OK 74134

City of Chicago
Department of Finance
PO Box 88292
Chicago, IL 60680

City of Glendale Water & Power
141 North Glendale Ave., Level 2
Glendale, CA 91206

City of Los Angeles
Parking Violations Bureau
PO Box 30420
Los Angeles, CA 90030

Crescenta Valley Water District
2700 Foothill Blvd.
La Crescenta, CA 91214

Damage Recovery (EAN)
PO Box 843369
Kansas City, MO 64184

De'Von Walker
c/o David Yeremian & Associates, In
535 N. Brand Blvd., Suite 705
Glendale, CA 91203

DMV
PO Box 825339
Sacramento, CA 94232

DSP Online Order
5825 Southwest Arctic Drive
Beaverton, OR 97005

Earl Jones
7441 Candleridge Circle
Fort Worth, TX 76133

Edvin Amzayan, c/o State of CA
Dept. of Industrial Relations
Labor Commission Office
455 Golden Gate Ave., 10th Floor
San Francisco, CA 94102

Edvin Yeghyan, c/o State of CA
Dept. of Industrial Relations
Labor Commission Office
455 Golden Gate Ave., 10th Floor
San Francisco, CA 94102

Employment Development Department
PO Box 826215 MIC 3A
Sacramento, CA 94230-6215

Enterprise Holdings, Inc.
600 Corporate Park Drive
Saint Louis, MO 63105

Fed Ex
942 South Shady Grove Road
Memphis, TN 38120

First Advantage
1 Concourse Parkway NE
Suite 200
Atlanta, GA 30328

First Insurance Funding
450 Skokie Blvd., Ste. 1000
Northbrook, IL 60062-7917

Fleetwash Inc.
26 Law Drive
Fairfield, NJ 7004

Gallik, Bremer & Molloy, PC
PO Box 70
Bozeman, MT 59771

Gemini Duplication, Inc.
6020 W. Oaks Blvd., Ste. 301
Lincoln, CA 95648

Global Results Communications
201 East Sandpointe Avenue
Suite 650
Santa Ana, CA 92707

Google/G Suite Software
1600 Amphitheatre Parkway
Mountain View, CA 94043

GTR Source LLC
1006 Monmouth Ave
Lakewood, NJ 8701

Halo Branded Solutions
1500 Halo Way
Sterling, IL 61081

Hertz Corporation
14501 Quail Springs Parkway
Oklahoma City, OK 73134

Hillair Capital Management LLC
330 Primrose Road
Suite 660
Burlingame, CA 94010

HOAG Memorial Hospital Presbyterian
1 Hoag Drive
Newport Beach, CA 92663

Hop Capital
323 Sunny Isles Blvd., Suite 501
Sunny Isles Beach, FL 33160

Imran Firoz
c/o Brent Finch
Brent Finch Law
27200 Agoura Rd., Ste. 102
Agoura Hills, CA 91301

Indeed, Inc.
6433 Champion Grandview Way
Building 1
Austin, TX 78750

Influx Capital LLC
1049 Helen Avenue
Santa Clara, CA 95051

Internal Revenue Service
Centralized Insolvency Operation
PO Box 7346
Philadelphia, PA 19101-7346

Jacob Lee DeGough
c/o Glenn Law Firm
1017 William D. Tate Ave.
Suite 100
Grapevine, TX 76051

Japeth Williams
209 W. Central Ave., Apt. D
Monrovia, CA 91016

Jassim M. Addal
c/o Law Office of Arash Alizadeh
7545 Irvine Center Drive, Suite 200
Irvine, CA 92618

Kenneth Burrell
8901 Calden Ave., Apt. 401
South Gate, CA 90280

Law Office of Todd M. Friedman, PC
333 Skokie Blvd., #103
Northbrook, IL 60062

Liquid Web Inc.
2703 Ena Drive
Lansing, MI 48917

LiveAgent
c/o Quality Unit, LLC
616 Corporate Way, Suite 2-3278
Valley Cottage, NY 10989

Lockton Companies, LLC
Attn: Nate Mundy, COO
Lockton Insurance Brokres, LLC
725 S. Figueroa, 35th Floor
Los Angeles, CA 90017

Lois Craig
1708 S. Alma St.
San Pedro, CA 90731

Lynn Riley
c/o Clancy & Diaz, LLP
3645 Grand Avenue, Suite 306
Oakland, CA 94610

Mail Chimp
c/o The Rocket Science Group, LLC
675 Ponce de Leon Ave. NE
Suite 5000
Atlanta, GA 30308

Maria Salgado
c/o Nicholas J. Tsakas, Esq.
4267 Marina City Drive
Suite 512
Marina Del Rey, CA 90292

Marwan Griffin
c/o Aegis Law Firm, PC
9811 Irvine Center Drive
Suite 100
Irvine, CA 92618

Massinissa Bechout, c/o State of CA
Dept. of Industrial Relations
Labor Commission Office
455 Golden Gate Ave., 10th Floor
San Francisco, CA 94102

Mercedes-Benz Fin. Serv. USA LLC
c/o The Corporation Trust Company
Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

Minas Sarafian
c/o Simonian & Simonian, PLC
144 N. Glendale Ave., #228
Glendale, CA 91206

Mostafa Joharifard
1651 E. Edinger Ave.
Suite 100
Santa Ana, CA 92705

Nazareth Ohanessian
1328 Doverwood Drive
Glendale, CA 91207

Newport Urgent Care
1000 Bristol St. North
Suite 1B
Newport Beach, CA 92660

NexGen Capital, LLC
c/o David Neale
Levene Neale Bender
10250 Constellation Blvd., #1700
Los Angeles, CA 90067

Novel Coworking
c/o GABA Guerrini Law
8583 Irvine Center Drive, Suite 500
Irvine, CA 92618

Office of the Director
Department of Motor Vehicles
2415 1st Avenue, MS: F101
Sacramento, CA 95818-2606

OrthoKinetix
1835 Chicago Avenue
Suite A
Riverside, CA 92507

Peter Rosenthal Irrevocable Trust
dated 10/31/2012
3450 N. Verdugo Rd.
Glendale, CA 91208

Pex Cards
462 7th Avenue
21st Floor
New York, NY 10018

Quickbooks
c/o Intuit Inc.
2700 Coast Avenue
Mountain View, CA 94043

Prince Uko, c/o State of CA
Dept. of Industrial Relations
Labor Commission Office
455 Golden Gate Ave., 10th Floor
San Francisco, CA 94102

Queen Funding LLC
2221 NE 164 ST
North Miami Beach, FL 33160

Ready Refresh
4400 S. Kolmar Ave.
Chicago, IL 60632

Raef Lawson
8601 Lincoln Blvd.
Ste. 180-276
Los Angeles, CA 90045

Rafael Nendel - Flores
c/o LeClairRyan
725 S. Figueroa Street
Suite 350
Los Angeles, CA 90017

Roy Castelanos
c/o Employees' Legal Advocates, LLP
811 Wilshire Blvd., Suite 800
Los Angeles, CA 90017

Ready Refresh (Foothill Location)
4400 S. Kolmar Ave.
Chicago, IL 60632

Ring Central
20 Davis Drive
Belmont, CA 94002

Scoobeez SF, LLC
1000 North Green Valley Parkway
Suite 440-477
Henderson, NV 89074

Scoobeez Global, Inc.
3463 Foothill Blvd.
La Crescenta, CA 91214

Shoushana (Suzy) Ohanessian
1328 Doverwood Drive
Glendale, CA 91207

Southern California Gas Company
PO Box 1626
Monterey Park, CA 91754-8626

Sean McNair
c/o Hamed Yazdanpanah & Associates
9454 Wilshire Blvd., 6th Floor
Beverly Hills, CA 90212

Spectrum Business
c/o Charter Communications
PO Box 790261
Saint Louis, MO 63179

Steve & Millessa Oberhauser
c/o Sanders Bajwa LLP
919 Congress Ave., Suite 750
Austin, TX 78701

Spectrum (San Antonio)
Time Warner Cable
PO Box 60074
City of Industry, CA 91716

Swizznet
6075 California Avenue SW
Seattle, WA 98136

T-Mobile/T-Mobile USA Inc.
by American InfoSource as agent
PO Box 248848
Oklahoma City, OK 73124

SuperVision
PO Box 21636
Saint Paul, MN 55121

The Hertz Corporation
Attn: Casey Rodriguez, Division VP
2 Schoephoester Road
Windsor Locks, CT 6096

UPS
55 Glenlake Parkway NE
Atlanta, GA 30328

Texas Department of Insurance
Division of Workers' Compensation
7551 Metro Center Drive, Suite 100
Austin, TX 78744

US Securities and Exchange Commissi
Attn: Bankruptcy Counsel
444 S. Flower St., Suite 900
Los Angeles, CA 90071-9591

USPS
475 Lenfant Plaza SW
Washington, DC 20260

Upstream Capital Investments, LLC
c/o Hemming & Associates, P.C.
2522 Chambers Road, Suite 105
Tustin, CA 92780

WG Fund LLC
1734 8th Avenue
Suite PH
Brooklyn, NY 11215

Waller Lansden Dortch & Davis
511 Union Street, Suite 2700
Nashville, TN 37219-8966

Verizon
PO Box 489
Newark, NJ 07101-0489

Amazon Logistics, Inc.
Attn: General Counsel
410 Terry Avenue North
Seattle, WA 98109-5210

CT Corporation System
as Representative
330 N. Brand Blvd., Suite 700
Attn: SPRS
Glendale, CA 91203

White and Williams LLP
1650 Market Street
One Liberty Place, Suite 1800
Philadelphia, PA 19103-7395

Kirk Davis
c/o Law Offices of Daniel A. Kaplan
555 W. Beech St., Suite 230
San Diego, CA 92101

Salvador Rivas
c/o Law Offices of Daniel A. Kaplan
555 W. Beech St., Suite 230
San Diego, CA 92101

Deputy General Counsel
The Hertz Corporation
8501 Williams Rd., 2DO40
Estero, FL 33928

Shane R. Heskin
White and Williams LLP
1650 Market Street
One Liberty Place, Suite 1800
Philadelphia, PA 19103-7395

Emil Davtjan
Davtjan Professional Law Corp.
21900 Burbank Blvd., Suite 300
Woodland Hills, CA 91367

Scoobeez SD, LLC
c/o Law Offices of Daniel A. Kaplan
555 W. Beech St., Suite 230
San Diego, CA 92101

Graham S.P. Hollis
Graham Hollis APC
3555 Fifth Avenue, Suite 200
San Diego, CA 92103

Camilla Alexander
Rental Insurance Service, Inc.
PO Box 10760
Gilbert, AZ 85233

Steven M. Spector
BUCHALTER, A Professional Corporati
1000 Wilshire Blvd., Suite 1500
Los Angeles, CA 90017

Haleh Shekarchian Beverly Hills
9440 Santa Monica Blvd.
Suite 707
Beverly Hills, CA 90210

Bentley Financial Services
Customer Service
One Porsche Drive
Atlanta, GA 30354

Dr. Johnathan Nissanoff
Advanced Orthopedic Center, Inc.
15525 Pomerado Rd., Ste. E6
Poway, CA 92064

ExtraSpaceStorage
2244 S. Western Avenue
Chicago, IL 60608

Garo and Aroussiak Dekirmendjian
c/o Bulldog Commercial Real Estate
Attn: John Raudsep, President
3634 Woodcliff
Sherman Oaks, CA 91403

Calstar Motors, Inc.
700 S. Brand Blvd.
Glendale, CA 91204

Parkway Commercial Realty
Attn: Laurence & Patricia Cesander
2485 E. Southlake Blvd.
Southlake, TX 76092

Scoobeez, SF LLC
1000 North Green Valley Parkway
Suite 440-477
Henderson, NV 89074

Motorcars West/The Auto Gallery
21301 Ventura Blvd.
Woodland Hills, CA 91364

Trust 5025983 LLC
Series 1400 N. Cicero
c/o Nelson Hill - Emily Rasan
1111 S. Western Avenue
Chicago, IL 60612

Scoobeez Global, Inc.
3463 Foothill Blvd.
Glendale, CA 91214

Three Two Seven Family Mmgt LLC
PO Box 120040
San Antonio, TX 78212

Shahan Ohanessian
1328 Doverwood Drive
Glendale, CA 91207

Grigori Sedrakyan
1127 Sonora Ave.
Glendale, CA 91201

Scoobur LLC
3463 Foothill Blvd.
Glendale, CA 91214

Scoobeez NV, LLC
1000 North Green Valley Parkway
Suite 440-477
Henderson, NV 89074

Questrade Inc.
5650 Yonge Street
North American Centre, Suite 1700
Toronto, ON M2M 4G3
Canada

Shoushana (Suzy) Ohanessian
1328 Dover Wood Drive
Glendale, CA 91207

Credential Qtrade Securities Inc.
One Bentall Centre, Suite 1920
505 Burrard Street
Vancouver, BC V7X 1M6
Canada

RBC Dominion Securities Inc.
1922 Wyandotte Street E
Windsor, ON N4Y 1E4
Canada

BBS Securities Inc.
4100 Yonge Street
Suite 507
Toronto, ON M2P 2B5
Canada

CIBC World Markets Inc.
161 Bay Street
Brookfield Place
Toronto, ON M5J 2S8
Canada

National Bank Financial
1155 Metcalfe Street, 5th Floor
Montreal, QC H3B 4S9
Canada

BMO Nesbitt Burns Inc.
1 First Canadian Place
Toronto, ON M5X 1H3
Canada

P I Financial Corp
666 Burrard Street
Suite 1900
Vancouver, BC V6C 3N1
Canada

TD Waterhouse
55 King Street W
Toronto Dominion Centre
Toronto, ON M5K 1A2
Canada

Scotia Capital Inc.
40 King Street West, Scotia Plaza
PO Box 4085, Station A
Toronto, ON M5W 2X6
Canada

Apex Clearing Corporation
350 N. St. Paul Street, Suite 1300
Dallas, TX 75201

Merrill Lynch
200 Park Ave., 13th Floor
New York, NY 10166

Wells Fargo Clearing Services LLC
One North Jefferson
St. Louis, MO 63103

TD Ameritrade Clearing Inc.
200 S. 108th Ave.
Omaha, NE 68154

Ameriprise Financial
55 Ameriprise Financial Ctr
Minneapolis, MN 55474-9900

Charles Schwab & Co., Inc.
211 Main Street
San Francisco, CA 94105

RBC Wealth Management
675 E Sun Valley Rd., Suite 1100
Ketchum, ID 83340

US Bank
800 Nicollet Mall
Minneapolis, MN 55402

LPL Financial
75 State Street, 22nd Floor
Boston, MA 2109

Pershing LLC
One Pershing Plaza, 10th Floor
Jersey City, NJ 07399-0001

E*Trade Securities LLC
1271 Avenue of the Americas
14th Floor
New York, NY 10020-1302

Citibank CGMI
388 Greenwich Street
New York, NY 10013

Davenport & Company LLC
One James Center
900 E. Cary Street, Suite 1100
Richmond, VA 23219

Raumont James & Associates Inc.
880 Carillon Parkway
St. Petersburg, FL 33716-1102

BB&T Securities LLC
901 E. Byrd Street
Riverfront Plaza, West Tower
Richmond, VA 23219-3310

BNY Mellon
240 Greenwich Street
New York, NY 10286

Marcum LLP
750 Third Avenue, 11th Floor
New York, NY 10017

National Financial Services LLC
640 Fifth Avenue
New York, NY 10019

Vanguard Brokerage Services
400 Devon Park Drive
Wayne, PA 19087-1817

Chrome Cap
366 North Broadway
Jericho, NY 11753

Corporation Service Company
as Representative
PO Box 2576
Springfield, IL 62708

Anna Wolf
c/o Chester L. Cameron, Jr.
Taxman, Pollock, Murray & Bekkerman
225 W. Wacker Dr, #1750
Chicago, IL 60606

FMS Inc.
PO Box 707600
Tulsa, OK 74170-7600

Palm Funding, LLC and
RTR Recovery, LLC
122 E. 42nd Street, Suite 2112
New York, NY 10168

Marcum LLP
750 Third Avenue, 11th Floor
New York, NY 10017

State Board of Equalization
Special Operations Bankruptcy Team,
MIC: 74
P.O. Box 942879
Sacramento, CA 94279-0074

Premier Business Bank
700 S. Flower Street, #2000
Los Angeles, CA 90017

Queen Funding LLC
2221 NE 164 St
Miami Beach, FL 33160

Sam Heischuber
Angeles Equity Partners
2425 Olympic Blvd #660E
Santa Monica, CA 90404

Colin Raws
Boathouse Capital
353 W. Lancaster Ave, Suite 200
Wayne, PA 19087

Brian Shiao
American Industrial Acquisition Corp.
250 Park Avenue,
New York, NY 10177

Lisa Matlaf
Five Crowns Capital
2729 West Coast Hwy
Newport Beach, CA 92663

Jamie Kim
Gallant Capital
1800 Ave. of the Stars, Suite 625 Los
Angeles, CA 90067

Michael Nguyen
CR3 Capital
13355 Noel Road, Suite 310
Dallas, Texas, 75240

Larry Simon
Highview Capital
11755 Wilshire Blvd, Suite 1400
Los Angeles, CA 90025

Bill McLoughlin
Jefferies & Company
520 Madison Avenue,
New York, NY 10022

Kyle Largent
Gladstone Investment Corporation
1601 5th Avenue, Suite 1100
Seattle, WA 98101

Kyle Volluz
Paceline Equity Partners
2121 N Pearl St, Suite 900
Dallas, TX 75201

Tyler Rives
Pivotal Group
3200 E. Camelback Rd., Suite 295,
Phoenix , AZ 85018

Richard Metzler
Lone Star Holdings
6500 River Place Blvd., Building 2
Austin, TX, 78730

Douglas Cerny
Prime EFS
440 RT17 North suite 3B, Hasbrouck
Heights, New Jersey 07604

Monique Mackey
Resilience Capital Partners
25101 Chagrin Blvd, Suite 350,
Cleveland, OH 44122

Douglas Brookman
Platinum Equity
360 N. Crescent Dr.,
Beverly Hills, CA 90210

Erica Curello
Skyview Capital LLC, 8th Floor North
Tower, 2000 Ave of the Stars,
Los Angeles, CA 90067

Josh Phillips
TerraMar Capital
11990 San Vicente Blvd Suite 200
Los Angeles, CA 90049

Mark Orlando
Siena Lending Group
515 S. Flower Street, 36th Fl.,
Los Angeles, CA 90071

Rich Leggio
White Wolf Capital
601 Brickell Key Drive, Suite 700 Miami,
FL 33131

Travis Haynes
Balmoral Funds
11150 Santa Monica Blvd., Ste 825,
Los Angeles, CA 90025

Jason St-Onge
TFI International Inc.
8801 Trans-Canada Hwy, Ste 500,
Saint-Laurent Montreal, Quebec

Adam Bolerjack
CID Capital
10201 N. Illinois St., Suite 200,
Indianapolis, IN 46290

Larry Simon
Clearview Capital
12100 Wilshire Blvd # 800, Los
Angeles, CA 90025

Ben Gordon
Cambridge Capital Partners
525 South Flagler Drive, Suite 200,
West Palm Beach, FL 33401

Katie Oswald
CrossPlane Capital
750 North St. Paul Street, Ste 1200
Dallas, TX 75201

Sean Sheehan
Encina Capital
1507 Oakdale Street,
Pasadena, CA 91106-3552

Francis Coughlin
Coughlin Capital LLC
PO Box 32869,
St. Louis, MO 63132

Russ Belinsky
LB Advisors
450 N. Roxbury Drive, Suite 700,
Beverly Hills, California 90210

Brian Willmer
Teleo Capital
2121 Rosecrans Suite #3320,
El Segundo, CA 90245

Connor O'Byrne
Gemspring Capital
840 Apollo St,
El Segundo, CA 90245

Duncan Bourne
Wynnchurch Capital
6250 North River Road, Ste 10-100,
Rosemont, IL 60018

Rolando Capinpin
Birch Lake Capital
71 South Wacker Drive, Suite 2425,
Chicago, IL 60606

Christian Miller
TRP Capital
380 N Old Woodward Ave, Ste 205,
Birmingham, Michigan 48009

Jason Apple
CenterGate Capital
900 South Capital of Texas Hwy, Las
Cimas IV, Suite 478
Austin, Texas 78746

Nathalie Butler
Gem Cap Solutions
24955 Pacific Coast Hwy, Ste A202,
Malibu, California 90265

Earl Kwak
Caprice Capital
100 Pacific Coast Hwy, Suite 250, El
Segundo, CA 90245.

Gregg Nardone
Summit Partners Credit Advisors
222 Berkeley Street,
Boston, MA 02116

Rick Schreiber
Versa Capital Management
2929 Arch Street, Suite 1800,
Philadelphia, PA 19104-7324

Casey Long
Lateral Investment Management
400 S. El Camino Real, Suite 1100, San
Mateo, CA 94402

Steve Parker
Great Rock Capital
285 Riverside Avenue,
Westport, CT 06880

Suzanne Yoon
Kinzie Capital
20 North Clark Street, 36th Floor,
Chicago, IL 60602

Gordon Obrien
Cannon Capital
161 Worcester Road, Suite 606,
Framingham, MA 01701

Melissa Valcovic
Centre Lane Partners
One Grand Central Place, 60 East 42nd
Street, Suite 1250
New York, NY 10165

Greg Corona
Lakewood & Company
10960 Wilshire Blvd, Suite 700
Los Angeles, CA 90024

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

U.S. Securities and Exchange
Commission
Attn: Bankruptcy Counsel
444 South Flower Street, Suite 900
Los Angeles, CA 90071-9591

United States Attorney's Office
Central District of California
312 North Spring Street
Suite 1200
Los Angeles, California 90012

Questrade Inc.
5650 Yonge Street
North American Centre
Suite 1700
Toronto, ON M2M 4G3
Canada

BBS Securities Inc.
4100 Yonge Street
Suite 507
Toronto, ON M2P 2B5
Canada

Credential Qtrade Securities Inc.
One Bentall Centre
Suite 1920
505 Burrard Street
Vancouver, BC V7X 1M6
Canada

RBC Dominion Securities Inc.
1922 Wyandotte Street E
Windsor, ON 48Y 1E4
Canada

BMO Nesbitt Burns Inc.
1 First Canadian Pl,
Toronto ON M5X 1H3
Canada

CIBC World Markets Inc.
161 Bay Street
Brookfield Place
Toronto, ON M5J 2S8
Canada

National Bank Financial
1155 Metcalfe Street
5th Floor
Montreal, QC H3B 4S9
Canada

Scotia Capital Inc.
40 King Street West
Scotia Plaza
P.O. Box 4085, Station A
Toronto, ON M5W 2X6

P I Financial Corp.
666 Burrard Street
Suite 1900
Vancouver, BC V6C 3N1
Canada

TD Waterhouse
55 King Street W
Toronto Dominion Centre
Toronto, ON M5K 1A2

Wells Fargo Cleaning Services LLC
1 North Jefferson Avenue
Saint Louis, MO 63103

Apex Clearing Corporation
350 N. Saint Paul Street
Suite 1300
Dallas, TX 75201

Merrill Lynch
200 Park Avenue
13th Floor
New York, NY 10166

Charles Schwab & Co. Inc.
211 Main Street
San Francisco, CA 94105

TD Ameritrade Clearing Inc.
200 South 108th Avenue
Omaha, NE 68154

Ameriprise Financial
707 2nd Avenue South
Minneapolis, MN 55402

LPL Financial
75 State Street
22nd Floor
Boston, MA 02109

RBS Wealth Management
675 E Sun Valley Road
Suite 1100
Ketchum, ID 83340

U.S. Bank
800 Nicollet Mall
Minneapolis, MN 55402

Pershing LLC
1 Pershing Plaza
Jersey City, NJ 07399-0001

Citibank CGMI
388 Greenwich Street
New York, NY 10013

E*Trade Securities LLC
11 Times Square
32nd Floor
New York, NY 10036

BB&T Securities LLC
9-1 East Byrd Street
Riverfront Plaza
West Tower
Richmond, VA 23219-3310

Davenport & Company LLC
One James Center
901 East Cary Street
Suite 1100
Richmond, VA 23219

Raymond James & Associates Inc.
880 Carillon Parkway
St. Petersburg, FL 33716-1102

National Financial Services LLC
640 Fifth Avenue
New York, NY 10019

BNY Mellon
240 Greenwich Street
New York, NY 10286

Vanguard Brokerage Services
400 Devon Park Drive
Wayne, PA 19087-1815

Shahan Ohanessian
1328 Doverwood Dr,
Glendale, CA 91207

Grigori Sedrakyan
1127 Sonora Ave.
Glendale, CA 91201-1908

Frank Brickell
West Coast Stock Transfer, Inc.
721 N. Vulcan Ave. Ste. 205
Encinitas, CA 92024

Attn: BMW Financial Services NA, LLC
Department
AIS Portfolio Services, LP
Account: XXXXXX4405
4515 N Santa Fe Ave. Dept. APS
Oklahoma City, OK 73118

3. SERVED BY EMAIL:

Firm Name	Contact Name	Email
Royal Bank of Canada	Paul Serritella	Paul.serritella@rbccm.com
American Industrial Acquisition Corp.	Brian Shiau	bshiau@aiacgroup.com
Angeles Equity Partners	Sam Heischuber	sam@AngelesEquity.com
Boathouse Capital	Colin Raws	Colin.Raws@boathousecapital.com
CR3 Capital	Michael Nguyen	michael.nguyen@cr3capital.com
Five Crowns Capital	Lisa Matlaf	lisa@fivecrownscapital.com
Gallant Capital	Jamie Kim	atolia@gallantcapital.com
Gladstone Investment Corporation	Kyle Largent	Kyle.Largent@gladstonecompanies.com
Highview Capital	Larry Simon	lsimon@clearviewcap.com
Jefferies & Company	Bill McLoughlin	dmetzler@lso.com
Lone Star Holdings	Richard Metzler	dmetzler@lso.com
Paceline Equity Partners	Kyle Volluz	dmetzler@lso.com
Pivotal Group	Tyler Rives	trives@pivotalgroup.com
Platinum Equity	Douglas Brookman	Dbrookman@platinumequity.com
Prime EFS	Douglas Cerny	doug@primeefs.com
Resilience Capital Partners	Monique Mackey	mmackey@resilienc capital.com
Siena Lending Group	Mark Orlando	morlando@sienalending.com
Skyview Capital LLC	Erica Curello	ecurello@skyviewcapital.com

TerraMar Capital	Josh Phillips	jphillips@terramarcapital.com
TFI International Inc.	Jason St-Onge	jstonge@tfiintl.com
White Wolf Capital	Rich Leggio	rich.leggio@whitewolfcapital.com
Balmoral Funds	Travis Haynes	thaynes@balmoralfunds.com
Cambridge Capital Partners	Ben Gordon	gordon.obrien@cannon.pe
CID Capital	Adam Bolerjack	adam@cidcap.com
Clearview Capital	Larry Simon	lsimon@clearviewcap.com
Coughlin Capital LLC	Francis Coughlin	fran@coughlincapital.com
CrossPlane Capital	Katie Oswald	katieoswald@crossplanecapital.com
Encina Capital	Sean Sheehan	ssheehan@encinabc.com
Gemspring Capital	Connor O'Byrne	connor@gemspring.com
LB Advisors	Russ Belinsky	belinsky@lbadvisors.us
Teleo Capital	Brian Willmer	bwillmer@teleocapital.com
TRP Capital	Christian Miller	Christian.Miller@trpfund.com
Wynnchurch Capital	Duncan Bourne	dbourne@wynnchurch.com
Birch Lake Capital	Rolando Capinpin	Rolando.Capinpin@birchlake.com
Caprice Capital	Earl Kwak	ekwak@capricecapital.com
CenterGate Capital	Jason Apple	japple@CenterGateCapital.com
Gem Cap Solutions	Nathalie Butler	nbutler@gemcapsolutions.com
Lateral Investment Management	Casey Long	Casey@lateralim.com
Summit Partners Credit Advisors	Gregg Nardone	GNardone@summitpartners.com
Versa Capital Management	Rick Schreiber	rschreiber@versa.com
Cannon Capital	Gordon Obrien	gordon.obrien@cannon.pe
Great Rock Capital	Steve Parker	parker@greatrockcapital.com
Kinzie Capital	Suzanne Yoon	syoon@kinziecp.com
Lakewood & Company	Greg Corona	greg@lakewoodcompany.com
N/A	Cyrus Taghehchian	cyrus@cyruskind.com
Centre Lane Partners	Melissa Valcovic	MValcovic@centrelanepartners.com
American Industrial Acquisition Corp.	Brian Shiau	bshiau@aiacgroup.com
Angeles Equity Partners	Sam Heischuber	sam@AngelesEquity.com
Boathouse Capital	Colin Raws	Colin.Raws@boathousecapital.com
CR3 Capital	Michael Nguyen	michael.nguyen@cr3capital.com
Five Crowns Capital	Lisa Matlaf	lisa@fivecrownscapital.com
Gallant Capital	Jamie Kim	atolia@gallantcapital.com
Gladstone Investment Corporation	Kyle Largent	Kyle.Largent@gladstonecompanies.com
Highview Capital	Larry Simon	lsimon@clearviewcap.com
Jefferies & Company	Bill McLoughlin	dmetzler@lso.com
Lone Star Holdings	Richard Metzler	dmetzler@lso.com
Paceline Equity Partners	Kyle Volluz	dmetzler@lso.com
Pivotal Group	Tyler Rives	trives@pivotalgroup.com
Platinum Equity	Douglas Brookman	Dbrookman@platinumequity.com
Prime EFS	Douglas Cerny	doug@primeefs.com
Resilience Capital Partners	Monique Mackey	mmackey@resiliencecapital.com

Siena Lending Group	Mark Orlando	morlando@sienalending.com
Skyview Capital LLC	Erica Curello	ecurello@skyviewcapital.com
TerraMar Capital	Josh Phillips	jphillips@terramarcapital.com
TFI International Inc.	Jason St-Onge	jstonge@tfiintl.com
White Wolf Capital	Rich Leggio	rich.leggio@whitewolfcapital.com
Balmoral Funds	Travis Haynes	thaynes@balmoralfunds.com
Cambridge Capital Partners	Ben Gordon	gordon.obrien@cannon.pe
CID Capital	Adam Bolerjack	adam@cidcap.com
Clearview Capital	Larry Simon	lsimon@clearviewcap.com
Coughlin Capital LLC	Francis Coughlin	fran@coughlincapital.com
CrossPlane Capital	Katie Oswald	katieoswald@crossplanecapital.com
Encina Capital	Sean Sheehan	ssheehan@encinabc.com
Gemspring Capital	Connor O'Byrne	connor@gemspring.com
LB Advisors	Russ Belinsky	belinsky@lbadvisors.us
Teleo Capital	Brian Willmer	bwillmer@teleocapital.com
TRP Capital	Christian Miller	Christian.Miller@trpfund.com
Wynnchurch Capital	Duncan Bourne	dbourne@wynnchurch.com
Birch Lake Capital	Rolando Capinpin	Rolando.Capinpin@birchlake.com
Caprice Capital	Earl Kwak	ekwak@capricecapital.com
CenterGate Capital	Jason Apple	japple@CenterGateCapital.com
Gem Cap Solutions	Nathalie Butler	nbutler@gemcapsolutions.com
Lateral Investment Management	Casey Long	Casey@lateralim.com
Summit Partners Credit Advisors	Gregg Nardone	GNardone@summitpartners.com
Versa Capital Management	Rick Schreiber	rschreiber@versa.com
Cannon Capital	Gordon Obrien	gordon.obrien@cannon.pe
Great Rock Capital	Steve Parker	parker@greatrockcapital.com
Kinzie Capital	Suzanne Yoon	syoon@kinziecp.com
Lakewood & Company	Greg Corona	greg@lakewoodcompany.com
N/A	Cyrus Taghehchian	cyrus@cyruskind.com
Centre Lane Partners	Melissa Valcovic	MValcovic@centrelanepartners.com

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
Foley & Lardner LLP, 555 South Flower Street, Suite 3300, Los Angeles, CA 90072-2411

A true and correct copy of the documents entitled (*specify*):

1. ORDER (I) APPROVING BIDDING PROCEDURES FOR SALE OF ASSETS; (II) APPROVING THE EXPENSE REIMBURSEMENT; (III) APPROVING THE PROCESS FOR NOTIFYING NON-DEBTOR CONTRACT COUNTERPARTIES OF ASSUMPTION AND ASSIGNMENT OF CONTRACTS; AND (IV) GRANTING RELATED RELIEF;
2. BID PROCEDURES; and
3. NOTICE OF AUCTION AND SALE HEARING
4. NOTICE OF MOTION FOR ENTRY OF ORDER (I) AUTHORIZING THE SALE OF SUBSTANTIALLY ALL OF THE ASSETS OF DEBTOR OUTSIDE THE ORDINARY COURSE OF BUSINESS, FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES AND INTERESTS, SUBJECT TO HIGHER AND BETTER BIDS; (II) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES IN CONNECTION WITH SUCH SALE; AND (III) GRANTING RELATED RELIEF

will be served or was served (**a**) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (**b**) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing documents 3. and 4. will be served by the court via NEF and hyperlink to the document. On (*date*) 9/20/2019, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) 9/20/2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Honorable Julia W. Brand
United States Bankruptcy Court
Central District of California
Edward R. Roybal Federal Building and Courthouse
255 E. Temple Street, Suite 1382
Los Angeles, CA 90012

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) 9/20/2019, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

10/15/2019

Sonia Gaeta

/s/ Sonia Gaeta

Date

Printed Name

Signature

1. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):**

John-Patrick M Fritz jpf@lnbyb.com, JPF.LNBYB@ecf.inforuptcy.com
Riebert Sterling Henderson shenderson@gibbsgiden.com
Vivian Ho BKClaimConfirmation@ftb.ca.gov
Alvin Mar alvin.mar@usdoj.gov
Ashley M McDow amcdow@foley.com, sgaeta@foley.com;mhebbeln@foley.com;swilson@foley.com;jsimon@foley.com
Stacey A Miller smiller@tharpe-howell.com
Kevin H Morse kmorse@clarkhill.com, blambert@clarkhill.com
Shane J Moses smoses@foley.com
Akop J Nalbandyan jnalbandyan@LNtriallawyers.com, cbautista@LNtriallawyers.com
Rejoy Nalkara rejoy.nalkara@americaninfosource.com
Anthony J Napolitano anapolitano@buchalter.com, IFS_filing@buchalter.com;salarcon@buchalter.com
David L. Neale dln@lnbyb.com
Aram Ordubegian ordubegian.aram@arentfox.com
Hamid R Rafatjoo hrafatjoo@raineslaw.com, bclark@raineslaw.com;cwilliams@raineslaw.com
Gregory M Salvato gsalvato@salvatolawoffices.com,
calendar@salvatolawoffices.com;jboufadel@salvatolawoffices.com;gsalvato@ecf.inforuptcy.com
Jeffrey S Shinbrot jeffrey@shinbrotfirm.com, sandra@shinbrotfirm.com
Steven M Spector sspector@buchalter.com, IFS_efiling@buchalter.com;salarcon@buchalter.com
United States Trustee (LA) ustpregion16.la.ecf@usdoj.gov
Eric K Yaeckel yaeckel@sullivanlawgroupapc.com